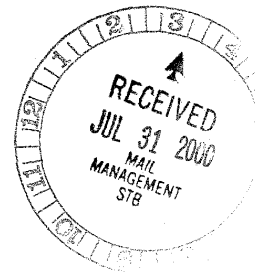




THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com



July 25, 2000

RECORDATION NO. 18724-H FILED

AUG 02 '00 11-49 AM

Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street N.W. #700
Washington, DC 20423

SURFACE TRANSPORTATION BOARD

Attn: Recordation Section, Room 704

Re: Equipment Trust Agreement (Series 24)
Recordation No. 18724

Dear Sir or Madam:

Enclosed are the original and two certified copies of each of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U. S. Code.

These secondary documents, dated as of February 14, 2000, are:

Fourth Supplemental Equipment Trust Agreement between Union Tank Car Company and Bank One, N.A., as Trustee, and

Bill of Sale from the Trustee to Union Tank Car Company.

The primary document to which these are connected is recorded under Recordation No. 18724.

The names and addresses of the parties to the documents are as follows:

Trustee: Bank One, N.A.
1 Bank One Plaza
Chicago, Illinois 60670-0126

Company: Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

The Equipment involved in this transaction is:

railroad tank cars as more fully described in Schedules A and B to this letter.

R.S

Please file both of these documents as supplements to the filing referred to above and return the certified copies of each of the documents, stamped to show the filing, to me. Enclosed is our check in the amount of \$52 for the filing fee.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Legal Assistant

encs
UTC4066

BILL OF SALE

BANK ONE, N.A.,

as Successor to The First National Bank of Chicago,
as Trustee under Equipment Trust Agreement
Dated as of February 15, 1994 (Series 24)

to

UNION TANK CAR COMPANY

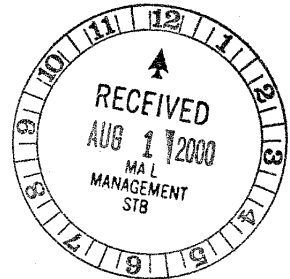
RECORDATION NO.

18724-H

FILED

AUG 02 '00

11:49 AM



SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that Bank One, N.A., as Successor to The First National Bank of Chicago, as Trustee under that certain Equipment Trust Agreement dated as of February 15, 1994 ("Trust Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Trust Agreement) to be substituted under the Trust Agreement and other compliance by Company with the terms of the Trust Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Trust Agreement, which was recorded with the Surface Transportation Board (formerly the Interstate Commerce Commission).

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of February 14, 2000.

BANK ONE, N.A.,

as Successor to The First National Bank of Chicago,
as Trustee

Attest:

By:
Its

Janice Ott Rotunno
JANICE OTT ROTUNNO
VICE PRESIDENT

UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On July 14, 2000, before me, a Notary Public in and for said State and County,
personally appeared Dance OTT Rohrer and Diane Swanson, to me personally
known, who being by me duly sworn did say that they are, respectively, V.P. and
A.V.P. of Bank One, N.A., that the seal affixed to the foregoing instrument is
the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said
Bank by prior authority; and said persons acknowledge that the execution of the foregoing
instrument was the free act and deed of said Bank.

Diane Mary Wuertz
Notary Public



UTC2044

02/14/00

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS - SCHEDULE B
SERIES 24 (R024)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
2	T054	13,410	PROX 15153, 15175
2	T104	14,500	UTLX 300313, 300319
3	T105	20,000	UTLX 644073, 644138, 644608
3	T106	23,500	UTLX 644458, 644025 PROX 74390
2	T107	25,000	PROX 76231, 76344
4	T107	26,000	UTLX 644275, 644276, 644277, 644688
1	T108	30,000	UTLX 201741
1	T904	17,300	UTLX 900280
<hr/>			
18 TOTAL			